

RECORDATION NO 28094 FILED

DEC 16 '09

9-26 AM

SURFACE TRANSPORTATION BOARD

DEC 15 2009
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FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 11, 2009

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 30, 2009 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	West Tennessee Railroad Corporation
	One O'Hare Centre		11 East Church Street
	6250 N River Road, Suite 5000		Sea Bright, NJ 07760
	Rosemont, IL 60018		


A description of the railroad equipment covered by the enclosed document is for eighty one (81) 47500 cu. ft. capacity covered hopper cars, having NOKL, CBRV and WGR marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosure

(WTNN010A-C)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of November, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and West Tennessee Railroad ("Lessee"), a Tennessee corporation.

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9-26 AM

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 30, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: _____

Title: VICED PRESIDENT SALES & MARKETING

ATTEST:

By: Susan GrokowskyName: SUSAN GROKOWSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 30th day of November, 2009.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, K. A. DOMBROWSKI, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

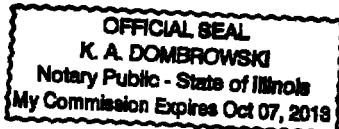
WITNESS my hand and official stamp or seal, this 30th day of November, 2009.

K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2013

(Notary Public)



LESSEE:

WEST TENNESSEE RAILROAD CORPORATION

ATTEST:

By: BC Hlt

Name: Bruce Hltorst

Title: PRESIDENT

By: [Signature]

Name: Dzintra Brush

Title: Prq. Admin

Executed on this 23 day of Nov., 2009.

[CORPORATE SEAL]

STATE OF New Jersey

COUNTY OF Monmouth

I, Dzintra L. Brush, a Notary Public of the County and State aforesaid, certify that Bruce Hltorst personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23 day of Nov., 2009.

[Signature]
Notary Public

Commission Expires:

(Notary Public)

Dzintra L. Brush
Notary Public of New Jersey
My Commission Expires March 31, 2014
I.D. Number 9794

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-one (81)

DESCRIPTION OF CARS: 100-ton, 4750 cubic foot capacity covered hopper cars with
trough hatches and gravity outlets.

CAR NUMBERS:

Group A

	WGR	077217	NOKL	826870
	WGR	077220	NOKL	826877
NOKL 820779	WGR	077224	NOKL	826896
NOKL 820780	WGR	077225	NOKL	826904
NOKL 820783	WGR	077226	NOKL	826908
NOKL 820790	WGR	077229	NOKL	826928
NOKL 820791	WGR	077231	NOKL	826930
NOKL 820792	WGR	077233	NOKL	826949
NOKL 820794	WGR	077234	NOKL	826955
NOKL 820795			NOKL	826956

Group C

	NOKL	822798	NOKL	826960
CBRY 483361	NOKL	822840	NOKL	826962
CBRY 483436	NOKL	822920	NOKL	826976
CBRY 485027	NOKL	822943	NOKL	826993
CBRY 486624	NOKL	824790	NOKL	826996
WGR 007014	NOKL	824794	NOKL	826999
WGR 007036	NOKL	826751	NOKL	827000
WGR 007048	NOKL	826760	NOKL	827006
WGR 007059	NOKL	826762	NOKL	827013
WGR 007064	NOKL	826793	NOKL	827027
WGR 007121	NOKL	826822	NOKL	827042
WGR 007178	NOKL	826824	NOKL	827043
WGR 007191	NOKL	826825	NOKL	827050
WGR 044708	NOKL	826845	NOKL	827053
WGR 044711	NOKL	826850	NOKL	827056
WGR 075930	NOKL	826858	NOKL	827069
WGR 077003	NOKL	826859	NOKL	827084
WGR 077216	NOKL	826864	NOKL	827085
			NOKL	827091